

TIVITY HEALTH, INC.
Form DEFA14A
April 12, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

TIVITY HEALTH, INC.

(Name of registrant as specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote *** Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. Meeting Information Meeting Type: For holders as of: Date: Time: Location: May 23, 2019 8:30 AM CDT Tivity Health, Inc. Corporate Office 701 Cool Springs Boulevard Franklin, Tennessee 37067 0000408641_1 R1.0.1.18 TIVITY HEALTH, INC. Tivity Health, Inc. C/O Computershare Investor Services P.O. Box 43078 Providence, RI 02940 Annual Meeting March 26, 2019 May 23, 2019

The Board of Directors recommends you vote FOR the following: 1. Election of Directors Nominees 1A Sara J. Finley 1B Robert J. Greczyn, Jr. 1C Peter A. Hudson, M.D. 1D Beth M. Jacob 1E Bradley S. Karro 1F Paul H. Keckley, Ph.D. 1G Benjamin A. Kirshner 1H Lee A. Shapiro 1I Donato J. Tramuto 1J Kevin G. Wills 1K Dawn M. Zier The Board of Directors recommends you vote FOR proposals 2, 3 and 4. 2. To consider and act upon a non-binding, advisory vote to approve compensation of the named executive officers as disclosed in the Proxy Statement. 3. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019. 4. To consider and act upon a proposal to approve the Company's Second Amended and Restated 2014 Stock Incentive Plan. NOTE: Such other business as may properly come before the meeting or any adjournment thereof. 0000408641_3 R1.0.1.18

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